

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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ELECTRONICALLY FILED  
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DATE FILED: 7/21/10

THE BANK OF NEW YORK MELLON, as  
ESCROW AGENT,

Plaintiff,

- against -

GPC HOLDINGS B.V., CITICORP INTERNATIONAL  
FINANCE CORPORATION, LAT CAP II SPV (SPAIN)  
S.L., INTERNATIONAL PACKAGING COMPANY  
S.A.R.L., and PARIBAS NORTH AMERICA, INC.,

Defendants.

Civil Action No.:

09 CV 9381 (CM)

**STIPULATION AND  
ORDER**

WHEREAS, on November 12, 2009, The Bank of New York Mellon, as Escrow Agent ("BoNY") commenced the above-captioned interpleader action against Defendants, GPC Holdings B.V. ("GPC"), Citicorp International Finance Corporation ("CIFIC"), Lat Cap II SPV (Spain) S.L. ("Lat Cap"), Paribas North America, Inc. ("Paribas"), and International Packaging Company S.A.R.L. ("IPC," and collectively with GPC, CIFIC, Lat Cap, and Paribas, the "Parties") (the "Action"), which is pending in this Court;

WHEREAS, by order of this Court, BoNY deposited the sum of \$8,744,222.72 into the Registry of this Court, the Clerk's office deposited the sum of \$8,744,222.72 into the Court Registry Investment System, Interest Bearing Account (the "Stake"); and the Clerk deducted from the income a fee equal to ten percent (10%) of the income earned;

WHEREAS, on January 21, 2010, this Court so ordered that CIFIC, Lat Cap, Paribas, and IPC shall receive \$2,532,282.72 of the \$8,744,222.72 according to their pro rata fractions

defined in Schedule II, Part II of the Escrow Agreement, dated December 7, 2007, entered into by and among CIFIC, Lat Cap, IPC, Paribas, GPC and The Bank of New York ("BoNY") as escrow agent (the "Escrow Agreement"), and on February 5, 2010, that amount was distributed to CIFIC, Lat Cap, Paribas, and IPC;

WHEREAS, on March 5, 2010 CIFIC, Lat Cap, and Paribas filed an Answer to Interpleader Complaint and Crossclaim against GPC; IPC filed an Answer to Interpleader Complaint and Affirmative Claim to Interpleader Funds; and GPC filed an Answer to Interpleader Complaint, Statement of Claim and Crossclaim against IPC, CIFIC, Lat Cap, and Paribas;

WHEREAS, on May 17, 2010, BoNY was discharged from this Action with prejudice;

WHEREAS, as of the date hereof, \$6,190,312.14 remains in the Stake;

WHEREAS, the Parties have agreed to settle and dismiss the Action with prejudice pursuant to a Confidential Settlement Agreement and Release dated July 15, 2010 (the "Settlement");

NOW, THEREFORE, it is hereby stipulated and agreed, by and between the undersigned counsel for the Parties that pursuant to the Settlement, GPC shall receive \$2,300,000.00 from the Stake and CIFIC, Lat Cap, Paribas, and IPC shall receive the remainder of the Stake as per agreement amongst themselves. As such, the Clerk shall distribute the remainder of the Stake as follows: the sum of \$2,300,000.00 by check made payable to Molo Lamken IOLA Attorney Trust Account for GPC Holdings, B.V. and delivered to Molo Lamken, LLP, 540 Madison Avenue, 25th Floor, New York, New York 10022; the sum of \$2,141,587.46 by check made payable to Citicorp International Finance Corporation and delivered to Citicorp International Finance Corporation, 399 Park Avenue, 14th Floor, New York, NY 10022; the sum

of \$858,319.52 by check made payable to Lat Cap II SPV V (SPAIN) S.L. and delivered to Lat Cap II SPV V (SPAIN) S.L., c/o Bassini Playfair Advisors Inc., 150 East 52nd Street, 26th Floor, New York, NY 10022; the sum of \$214,579.84 by check made payable to Paribas North America, Inc. and delivered to Paribas North America, Inc., 787 7th Avenue, New York, NY 10019, Attn: Valery Mindin, 27th Floor; and the sum of \$675,926.56 (representing IPC's settlement share of the Stake) by check made payable to Scenic Limited and delivered to Scenic Limited, Attn: Gino Pacini, 701 Brickell Avenue, Suite 2010, Miami, FL 33131.

**IT IS FURTHER STIPULATED AND AGREED that**

(1) All claims, crossclaims, and affirmative defenses raised in the Action, including any and all claims any Party may have to the funds from the Holdback Fund as defined in Section 1.03 of the SPA, shall be dismissed with prejudice pursuant to Rule 41(a)(1) of the Federal Rules of Civil Procedure; and that each of the parties shall bear its own costs and expenses, including attorneys' fees;

(2) Nothing contained in this Stipulation and Order shall be construed to prevent the Parties from raising any affirmative defense in any litigation commenced subsequent to the dismissal of this Action (other than as may be precluded by the Settlement);

(4) This Stipulation and Order may be signed in counterparts;

(5) Facsimile and scanned signatures of this Stipulation and Order shall have the same force and effect as original signatures; and

(5) The Court will retain jurisdiction over this case until the Clerk distributes the Stake as described herein.

Dated: July 15, 2010  
New York, New York

**MOLOLAMKEN LLP**

By: \_\_\_\_\_

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*Attorneys for Defendants Citicorp International Finance Corporation, Luf Cap II SPV (Spain) S.L., and Paribas North America, Inc.*

**IT IS SO ORDERED:**

Colleen McMahon  
HON. COLLEEN McMAHON

Dated: \_\_\_\_\_

7-21-2010

## MOLOLAMKEN LLP

By: 

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*Attorneys for Defendant International  
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IT IS SO ORDERED:

  
HON. COLLEEN McMAHON

Dated: